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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

Chapter 11

4D Factory Inc., *et al.*,

Case No. 23-11618 MEW
(Subchapter V Cases)

Debtors.¹

(Jointly Administered)

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**SECOND APPLICATION FOR AN ORDER PURSUANT TO BANKRUPTCY RULE 1007(C)
EXTENDING THE DEBTOR'S TIME TO FILE RULE 2015.3. REPORTS OF FINANCIAL
INFORMATION ON ENTITIES IN WHICH A CHAPTER 11 ESTATE HOLDS A
CONTROLLING OR SUBSTANTIAL INTEREST**

4D Factory, Inc. and The 4D Factory LLC, debtors and debtors-in-possession (the "Debtors") in the above captioned matter, by their proposed counsel, Spence Law Office, P.C. as and for their second application to extend their time to file the required reports pursuant to Bankruptcy Rule 2015.3, respectfully submit and represent as follows:

1. The Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code on October 10, 2023 (the "Filing Date").
2. The Debtors are continuing to manage and operate their business as debtors in possession pursuant to section 1184 of the Bankruptcy Code.
3. Charles Persing has been appointed as the Subchapter V Trustee in these cases.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are 4D Factory Inc. (6770), and The 4D Factory LLC's (8935).

4. The statutory predicates for the relief requested herein are section 105(a) and of the Bankruptcy Code, and Bankruptcy Rules 2015.3 and 9006(b).

5. The Debtors have filed their schedules and required statements with the Court.

6. The Debtor, The 4D Factory LLC, is required under Bankruptcy Rule 2015.3 to file “periodic financial reports of the value, operations, and profitability of each entity that is not a publicly traded corporation or a debtor in a case under title 11, and in which the estate holds a substantial or controlling interest.” Rule 2015.3.

7. The first report is currently due today based on the first extension granted by the Court. (ECF 21)

8. The Debtors have provided notice to interest holders as required prior to the filing of the periodic report. 2015.3(e)²

9. In connection with the notice under Rule 2015.3(e), on December 4, 2023, Debtors’ counsel received a request from counsel for certain minority shareholders of Neon Machine, Inc. requesting that “*any financial information of Neon Machine, Inc. be filed with the Bankruptcy Court under seal, pursuant to 11 U.S.C. §§ 105(a) and 107(b).*”

10. The Debtors’ counsel responded to the request by asking for the reasons for filing the documents under seal. The Debtors’ counsel also requested updated financials for Neon Machine, Inc. (the shareholders requesting the documents to be filed under seal have access to updated financials for the affiliate). The Debtors’ requests are being discussed between counsel.

² 2015.3(e) provides: “Notice and protective orders No later than 14 days before filing the first report required by this rule, the trustee or debtor in possession shall send notice to the entity in which the estate has a substantial or controlling interest, and to all holders--known to the trustee or debtor in possession--of an interest in that entity, that the trustee or debtor in possession expects to file and serve financial information relating to the entity in accordance with this rule. The entity in which the estate has a substantial or controlling interest, or a person holding an interest in that entity, may request protection of the information under § 107 of the Code.”

The Debtors' counsel also pointed out that Rule 2015.3(e) requires the party desiring protection of information to make the motion seeking the relief.

11. The Debtor seeks the additional time so that the 2015.3 report (which would include three (3) non-debtor affiliates) will have the anticipated and requested current information for Neon Machine, Inc., and will allow the Debtor to discuss the requested for filing the Neon Machine Inc. financial information under seal. The Debtor has also been focused on other litigation in the case and so has not yet finalized the Rule 2015.3 disclosures for non-debtor entities Neon Media, LLC and Centili Limited.

12. The Debtors' request additional time to complete the report under Rule 2015.3.

13. The Debtors respectfully request until January 15, 2024 to file and serve the periodic reports. This is the Debtors' second request.

14. Based on the foregoing, the Debtors believe that they have shown good cause for a further extension of time.

15. This application shall be served on the United States Trustee and Subchapter V Trustee upon its filing.

WHEREFORE, the Debtors respectfully request an extension of time through and including January 15, 2024, to file the required periodic reports and for such other and further relief as this Court deems just and proper.

Dated: Roslyn, New York
December 8, 2023

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PROPOSED ORDER

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	Chapter 11
4D Factory Inc., <i>et al.</i> ,	Case No. 23-11618 MEW (Subchapter V Cases)
Debtors. ³	(Jointly Administered)

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**ORDER FURTHER EXTENDING TIME TO FILE PERIODIC REPORTS PURSUANT TO
RULE 2015.3**

UPON the written joint application of the above-captioned Debtors for an Order of this Court extending the Debtors' time to file schedules and required statements, and the United States Trustee having been noticed with the application, and good cause having been shown for the relief requested, it is hereby

ORDERED, that the Debtor's time to file and serve the periodic reports pursuant to Bankruptcy Rule 2015.3 be and hereby is extended through and including January 15, 2024.

³ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are 4D Factory Inc. (6770), and The 4D Factory LLC's (8935).